

Town of Sainte-Anne

By-Law No 6-2018

A By-Law of the Town of Sainte-Anne (the "**Town**") to allow for the proper governance of the Corporation de développement communautaire Ste-Anne Community Development Corporation (the "**CDC**").

WHEREAS Part XXI of *The Corporations Act* (R.S.M. 1987, c. C225) presumptively governs all Community Development Corporations in the Province of Manitoba;

AND WHEREAS, pursuant to section 262(2) of *The Corporations Act*, the articles of incorporation and any articles of amendment of a Community Development Corporation must be approved by the Minister prior to filing;

AND WHEREAS by way of letter dated March 12, 1998, the Honourable Len Derkach, Minister of Rural Development (the "**Minister**"), approved the incorporation of the CDC as a Community Development Corporation pursuant to Part XXI of *The Corporations Act*;

AND WHEREAS, effective March 19, 1998, the CDC was formed as a body corporate with share capital pursuant to Part XXI of *The Corporations Act*;

AND WHEREAS the sole shareholder of the CDC is the Town, as stated in By-Law 12-2007;

AND WHEREAS The Province of Manitoba published *The Community Development Corporation (CDC) Manual 2017*, which reads at page 4: "The Manitoba government will only approve CDCs with a community council as the shareholder";

AND WHEREAS in 2011, the Town passed and enacted By-Law 8-2011, amending By-Law 12-2007 and introducing the contents of Schedule "A", entitled "By-Laws CDC Sainte-Anne" ("**By-Law 8/2011**");

AND WHEREAS By-Law 8/2011 stated, at page 3, that Membership in the CDC would be constituted as follows:

"The membership consists of all persons, 18 years of age or older, who are resident of property, renters of property in the Town of Sainte-Anne, property ratepayers or business owners residing or operating within the CDC Sainte-Anne geographic boundaries."

AND WHEREAS *The Corporations Act* makes no provision for a corporation to exist simultaneously with both share capital and voting members;

AND WHEREAS section 167(2) of *The Corporations Act* permits the articles of a corporation to be amended, by resolution, to convert a corporation with share capital into a corporation without share capital;

AND WHEREAS *The Corporations Act* requires that articles of amendment be filed to affect such a change, and section 167(4) of *The Corporations Act* requires that these articles of amendment shall contain the formula, terms and conditions upon which the shareholder becomes a member;

AND WHEREAS no such articles of amendment were filed by the Town, and the Minister did not approve any such articles of amendment;

AND WHEREAS the CDC therefore remains a corporation with share capital and the Town its sole shareholder;

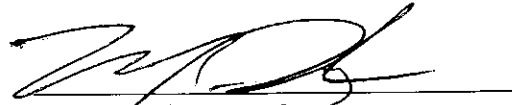
NOW THEREFORE Council of the Town hereby enacts as follows:

1. The Town recognizes that it lacked the authority to unilaterally enact membership provisions for its Community Development Corporation, being a corporation with share capital, in contrast to what was suggested in By-Law 8-2011;
2. The Town repeals By-Law 8-2011;
3. The Town repeals By-Law 12-2007; and
4. The Town enacts Schedule A, which shall form the Constitution of the CDC, consistent with its Articles of Incorporation, effective immediately.

DONE AND PASSED in Council assembled, in the Town of Sainte-Anne, in the Province of Manitoba, this 21st day of March, 2018.



Richard Pelletier, Mayor



Marc Barker, CAO

Read a first time this 15th day of March, 2018.
Read a second time this 21st day of March, 2018.
Read a third time this 21st day of March, 2018.

Schedule A:
**Constitution of the
Corporation de développement communautaire
Ste-Anne
Community Development Corporation
(the "Corporation")**

Business of the Corporation:

1. The business of the Corporation is restricted to fostering the social and economic development of the Town of Sainte-Anne, Manitoba.

Vision Statement:

2. The Vision Statement of the Corporation is: "Leading the Community into Prosperity".

Values:

3. The Corporation shall abide by the following values in furthering its business:

RESPECT

Value the town's history and heritage, people's rights and differences, those who contributed in the past, and with whom we shall work and interact in the future with honesty and integrity.

LEADERSHIP

Building on a solid foundation of growth and service, the CDC is recognized as a leader in the community, making important contributions through partnerships, innovation, creative services and economic development.

COMMUNITY

Helping to improve the quality of life, spirit and pride of those who reside in the community, through teamwork, open dialogue, and being responsive to its citizens' needs.

CONSULTATIVE

Developing long-term relationships built on trust, an effective system of internal and external open dialogue, and decision-making through an inter-disciplinary

Head Office:

4. The Head Office of the Corporation is situated in the Town of Ste-Anne, Manitoba. The Corporation from time to time may establish other offices and agencies as the Board may deem expedient by resolution.

Seal:

5. The Seal of the Corporation shall bear the name of the Corporation and shall be located at the Corporation's Head Office.

Geographic Boundaries:

6. The Corporation's geographic boundaries shall be those boundaries delimiting the Town of Sainte-Anne, Manitoba.

Shareholder of the Corporation:

7. The Town of Ste-Anne shall be the sole shareholder of the Corporation and, by its Council, is entitled to elect individuals to the Board of Directors.

Board of Directors:

8. Pursuant to its Articles, the Corporation shall be governed by a Board of Directors composed of a minimum of (3) and a maximum of seven (7) persons elected by the Shareholder of the Corporation. Directors will be elected for three (3) year renewable revolving terms.

Officers of the Corporation:

9. The Officers of the Corporation shall be the Chairperson of the Board, the Vice- Chairperson, Secretary and Treasurer or Secretary-Treasurer. The Chairperson, Vice- Chairperson, Secretary and Treasurer or Secretary-Treasurer shall be elected by the Board of Directors for a term of one year at the first meeting of the Board of Directors following the Annual General Meeting. The election shall be by majority vote. The Chairperson, Vice-Chairperson, Secretary and Treasurer or Secretary-Treasurer may serve up to a maximum of three years in any one position in office.

Duties of Officers:

10. (a) Chairperson of the Board:

The Chairperson shall preside at all Board of Directors' meetings, and, with another Director appointed by the Board for this purpose, shall sign all by-laws. The Chairperson of the Board shall be Chairperson of the Executive Committee. The chair shall have voting privileges on all motions. The chairperson may sit ex-officio on all board committees.

(b) Vice-Chairperson of the Board:

The Vice-Chairperson shall assist the Chairperson and shall exercise the duties and powers of the Chairperson should the Chairperson be unable to do so. The Vice-Chairperson of the Board shall be Vice-Chairperson of the Executive Committee.

(c) Secretary:

The Secretary shall maintain all minutes, written records as required and may, when, appropriate, delegate these duties to an employed member of the Corporation staff.

(d) Treasurer:

The Treasurer shall maintain all financial reports and books of account of the Corporation as required and may, when, appropriate, delegate these duties to an employed member of the Corporation staff.

Committees:

11. (a) Executive Committee:

The Chairperson of the Board, Vice-Chairperson, Secretary and Treasurer shall constitute the Executive Committee. The Executive Committee shall:

- (1) Monitor the effectiveness of the Corporation in achieving its stated goals and objectives;
- (2) Make recommendations to the Board regarding the recruitment/dismissal and level of compensation for staff.
- (3) Make recommendations for any changes in the personnel or administrative policies of the Corporation, where deemed necessary, to the full Board;
- (4) Act as the Budget Committee in reviewing and establishing the Corporation's budget;
- (5) Act as the Grievance Committee in disputes between the Corporation and its employees or the Corporation and the

community at large;

- (6) Be responsible for the review and recommendation of the Corporation's insurance agents and professional firms;
- (7) Along with the General Manager/Administrator determine, from time to time, which staff shall be deemed "senior" staff and thus have the authorities and obligations as set out in this policy and procedures manual.
- (8) Establish its own policy as to when and where their meetings are held.

(b) Other Committees:

The Board may, in its discretion, appoint standing committees or assign additional individuals to fulfill committee responsibilities.

Fiscal Year:

12. Unless otherwise ordered by the Board, the fiscal year of the Corporation shall terminate on the 31st day of December each year.

Meetings of the Board:

13. Annual and regular meetings of the Board of Directors shall be held at the head office of the Corporation or elsewhere as the Board of Directors may determine. Written notice of each meeting of the Board of Directors of the Corporation shall be given not less than one week before the day on which the meeting is to be held by sending such notice in writing (electronic document shall be deemed allowable), provided, however, that the Board of Directors may waive these requirements and meet on shorter notice in emergencies or other situations when they deem it appropriate to do so. No fewer than eight (8) such meetings shall be held during any one fiscal year.

Quorum:

14. At times the number of actively sitting Directors may be fewer than 7, as a result of Directors resigning and not immediately being replaced, or being on temporary leave. Temporary leave may occur for a variety of reasons which prevent a director from attending meetings. A temporary leave shall not be longer than three months in any one year without permission of the Board. Quorum at any meeting of the Board shall be 50% plus one of the currently active Directors.

Annual Meetings:

15. The Corporation shall hold at least one Annual General Meeting in every calendar year and not more than six (6) months after the fiscal year end. At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The annual meeting shall be open to the public.

Authority to Call Special Meetings:

16. The Board of Directors, the Chairperson, the Vice-Chairperson or the Executive Committee shall have the power to call at any time a Special Meeting of the Board of Directors.

Notice of Special Meetings:

17. Notice of Special Meetings of the Board of Directors shall be given in writing (electronic document shall be deemed allowable), not less

than five (5) days before the day on which such a meeting is to be held, and three (3) days by hand delivering the notice. The notice shall state the place, day, and hour of the meeting, and the general nature of the business to be transacted. This section may be amended or repealed only by vote of the majority of the Board of Directors.

Voting:

18. Each Director shall be entitled to cast one (1) vote on any and all matters which shall come before such meetings of the Board of Directors. All matters shall be decided by the affirmative vote of the majority of the Directors of the Corporation present at such meeting, except those matters otherwise expressly stated in these by-laws.

Voting by Proxy:

19. Voting by proxy shall only be allowed under the following conditions: Directors may take action without a meeting so long as there is a unanimous consent in the form of a record, such as a unanimous email vote. Board decisions that are made unanimously via e-mail shall be ratified at the next Board meeting so that the unanimity of the decision is reflected in the minutes. E-mail votes should be limited to issues that have already been discussed at a board meeting or that are time-sensitive and require immediate action by the board.

Equality of Votes:

20. Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. The chairperson has the right to vote concerning any motion that is presented, however cannot give a casting vote. In the case of any equality of votes, that particular issue will be considered defeated.

Vacancies on the Board:

21. A Director's position on the Board shall be vacated in the event that:
 - (a) A Director dies;
 - (b) A Director is found to be mentally incompetent by law;
 - (c) A Director tenders his resignation in writing or at the time specified in the resignation, whichever is the latter;
 - (d) A Director is expelled as a result of missing three consecutive meetings without notice to or permission of the Board of Directors;
 - (e) A Director is expelled by the Board for cause in accordance with the following procedure:
 - ii. Any Director may move to expel another Director, provided that notice of such motion and the reasons for same is given in writing to all Directors at least seven (7) days prior to the meeting at which time such motion is to be considered.
 - iii. Such motion shall not be made except for cause: such as on the grounds that a Director has acted or is acting contrary to the best interests of the Corporation.
 - iv. The motion to expel any Director shall succeed only if a majority of Directors vote in its favour.

Filling of Board Vacancies:

22. Should the position of a Director become vacated, that position shall be filled for the remaining term by appointment of the Board of Directors.

Remuneration of the Board:

23. No remuneration shall be paid to Directors. However, reimbursement of reasonable expenses and necessary travel, food and lodging while attending Corporation business, excepting regular and annual meetings, shall be made in accordance with the Corporation's

travel allowance policies.

Indemnification of Directors:

24. Every Director including all those persons who provide executive, administrative, and managerial functions or services in the Corporation, and his heirs, executors and administrators shall be indemnified and saved harmless from and against:

(a) All costs, charges and expenses which such Director or Officer sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him; for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or about the execution of the duties of his office; and

(b) All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

Employees:

25. The Board of Directors may increase or decrease the number of the Corporation's staff as it may deem necessary to perform such duties as the Board of Directors from time to time may determine.

Remuneration of Employees:

26. The remuneration of all employees shall be determined from time to time by resolution of the Board of Directors in accordance with all applicable laws. All employees in the absence of agreement to the contrary shall be subject to removal by resolution of the Board of Directors subject to the Corporation's suspensions and dismissals, rules and regulations.

Summer Staff:

27. Summer Staff will be hired only if this employment has been budgeted or special approval has been given by the Board. If hiring is dependent on receipt of government assistance, staff will only be hired if the assistance is provided, or if special approval has been given by the board. It shall be the general policy of the Corporation to advertise employment opportunities. This may be waived in the event that a former employee seeks employment and where that employees work ethic and experience are such that it is determined it would be in the best interest of the Corporation to offer this employment without advertising (this is proposed because it is inappropriate to advertise a position where in fact a former employee would apply and the position would virtually be decided before interview were completed).

Execution of Documents:

28. Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the Chairperson or Vice-Chairperson and/or by the General Manager/Administrator or any other director as authorized by the Board of Directors, who shall affix the seal of the Corporation to such instruments as required.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by any two (2) of the Chairperson, Vice-Chairperson, and by the General Manager/Administrator or any other director as authorized by the Board of Directors.

The Chairperson, Vice-Chairperson, the Directors and the General Manager/ Administrator, or any one of them, or any person or persons,

from time to time designated by the Board of Directors, may transfer any and all bonds to other securities from time to time standing in the name of the Corporation in its individual or any other capacity, or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the Corporate Seal to and such transfers or acceptance of transfers and may make, execute and deliver under the Corporate Seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make of, accept transfers of shares, bonds or other securities on the books of any company or Corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which and the person or persons by whom any particular instrument, contract or obligations of the Corporation may or shall be executed.

Books and Records:

29. The Board of Directors shall ensure that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or by-law are regularly and properly kept.

Negotiable Instruments:

30. All cheques, documents, and instruments of the Corporation shall be signed by either the Chairperson or Vice-Chairperson and/or by the General Manager/Administrator or any other director as authorized by the Board of Directors.

Borrowing:

31. When authorized by by-law, duly passed by the Directors and sanctioned by at least two-thirds of the votes cast at a Board of Director meeting, the Directors of the Corporation may from time to time:
 - a. borrow money upon the credit of the Corporation;
 - b. limit or increase the amount to be borrowed;
 - c. issue bonds, debentures, debenture stock, or other securities and debt obligations of the Corporation and pledge or sell the same for such sums and at such prices as are deemed expedient; and
 - d. charge, hypothecate, mortgage, or pledge, present or after acquired real or personal property of the Corporation, or both, to secure any such bonds, debentures, debentures stock, or other securities and debt obligations and any money borrowed;

The Board may from time to time set aside such sums as it deems fit as a Reserve Fund to meet appropriate contingencies. The Board may in its discretion increase, reduce or abolish any reserve fund in whole or in part and may transfer the whole or any part of any reserve fund to surplus.

The Board of Directors is hereby authorized to delegate by resolution to one or more directors and/or officers of the Corporation specified in such resolution all or any of the powers hereinbefore conferred on them including, without limiting the generality of the foregoing, the power to make arrangements with reference to the borrowing of the money as aforesaid and as to the terms and conditions of the loan thereof and security therefore and as to the debt obligations to be given therefore, with power to vary or modify such arrangements, terms and conditions and debt obligations as the Directors of the Corporation may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

The Board of Directors may from time to time, authorize one or more directors, officers, employees of the Corporation (or other persons, whether connected with the Corporation or not), to sign, execute and deliver on behalf of the Corporation all documents and agreements necessary or desirable for such purposes and to draw, make, accept, endorse, execute and issue cheques, promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments and all such documents, agreements and instruments (and all renewals thereof or substitutions therefore) so signed shall be binding upon the Corporation.

The powers hereby conferred shall be deemed to be in supplement to and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its directors or officers independently of a borrowing by-law.

Amendment of By-Law:

32. The by-laws of the Corporation may be enacted, repealed or amended by a majority vote of the Shareholder at an Annual General Meeting duly called by the Board of Directors.

Rules and Regulations:

33. The Board of Directors may prescribe on motion such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as it deems expedient provided that such rules and regulations shall have force and effect only until the next Annual General Meeting of the Shareholder of the Corporation, when they shall be confirmed and, in default of confirmation at such Annual General Meeting, shall at and from that time cease to have force and effect.

Auditor:

34. The Auditor's services are reviewed and shall be appointed as required by the Board of Directors. The auditor's duties shall be to audit the books, vouchers, and accounts of the Corporation to certify to the correctness of the balance sheet; to examine the securities of the Corporation and to certify as to the Corporation's assets, liabilities and a reasonable list of the valuation at which they are carried.

Distribution of Assets:

35. In the event of dissolution of the Corporation, all its remaining assets after payment of its liabilities shall be assigned to its Shareholder, the Town of Ste-Anne, in a manner acceptable to a majority of the Board of Directors.

Interpretation:

36. In these by-laws and in all other by-laws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular member of the masculine gender shall include the plural number or feminine gender, as the case may be, and vice versa, and reference to persons shall include corporations, partnerships, societies and other legal entities.

Conflicts of Interest:

37. Directors or employees of the Corporation may receive technical and financial assistance from Corporation. Immediate family members of the Board of Directors and employees of the Corporation are entitled to all technical and financial services

available through the Corporation; however, they cannot be recipient of preferential treatment or consideration.

For the purpose of this section, "immediate Family" is defined as: father, mother, (or stepmother, stepfather, or foster parent), brother, sister, stepbrother, stepsister, spouse (including common-law spouse), child (including child of common-law spouse), stepchild or ward of the director or employee, father-in-law, mother-in-law, or relative permanently residing in the director's or employee's household or with whom the director or employee permanently resides.

To ensure that preferential consideration/treatment is avoided when the situation arises that a director or staff, or an "immediate family member" of a director or employee has a financial interest in the proposal being considered, the following procedure will be adhered to:

- a. The director or employee declares his interest in writing or that of his immediate family member, as the case may be;
- b. The director or employee be absent from any and all discussion, deliberations or voting in respect of the matter; and
- c. The director or employee does not directly or indirectly attempt to influence the decision on the matter.

Confidentiality:

38. All material that an applicant provides to the Corporation in connection with a request for financing must be considered as confidential and care must be taken to ensure that the circulation of all such material relating to the fund is restricted to those officers and staff who have a direct responsibility for a specific aspect of the administration of the account. Disclosures of information to anyone not authorized to deal with same is strictly prohibited. In extraordinary cases, these publications may be waived with the written consent of the applicant.

Where the Corporation obtains credit and/or character references from outside sources, these are to be kept confidential and access to them without permission of the source must be denied to the applicant. When requested, the Corporation will give the applicant the source to whom he may direct his inquiry.

All information that consultants working for the Corporation become privy to must remain confidential. This point should be noted in their terms of reference.

RESOLUTION OF THE DIRECTORS

OF

**CORPORATION DE DÉVELOPPEMENT COMMUNAUTAIRE
STE-ANNE COMMUNITY DEVELOPMENT CORPORATION**

(the "Corporation")

BE IT RESOLVED THAT:

1. The termination of all previous appointments to the board of directors of the Corporation by the sole shareholder of the Corporation, and the appointment of the undersigned as the only directors of the Corporation by the sole shareholder of the Corporation is hereby acknowledged;
2. Richard Pelletier is hereby appointed Chair of the Corporation, to hold office during the pleasure of the board of directors;
3. Maranda Lanouette is hereby appointed Vice-Chair of the Corporation, to hold office during the pleasure of the board of directors;
4. Ginette Gagnon is hereby appointed Secretary-Treasurer of the Corporation, to hold office during the pleasure of the board of directors.

The foregoing resolution is hereby signed by all of the directors of the Corporation entitled to vote thereon at a meeting of directors.

DATED the 21st day of March, 2018.



Richard Pelletier



Maranda Lanouette



Ginette Gagnon

RESOLUTION OF THE SHAREHOLDER

OF

**CORPORATION DE DÉVELOPPEMENT COMMUNAUTAIRE
STE-ANNE COMMUNITY DEVELOPMENT CORPORATION**

(the "Corporation")

WHEREAS the undersigned is the sole shareholder of the Corporation;

AND WHEREAS the undersigned may by ordinary resolution remove any director or directors from office, pursuant to section 104(1) of *The Corporations Act* (Manitoba);

BE IT RESOLVED THAT:

1. All directors holding a position on the current board of directors of the Corporation are hereby removed from office, effective immediately;
2. Richard Pelletier, Maranda Lanouette and Ginette Gagnon are hereby elected directors of the Corporation, effective immediately, for the ensuing year or until their successors are elected or appointed;
3. The shareholder hereby confirms that the directors of the Corporation as of the date hereof are as follows:


Richard Pelletier
Maranda Lanouette
Ginette Gagnon

The foregoing resolution is hereby signed by the sole shareholder of the Corporation entitled to vote thereon at a meeting of shareholders.

DATED the 21st day of March, 2018.

THE TOWN OF SAINTE-ANNE

Per: 
Richard Pelletier, Mayor

Per: 
Mark Darker, CAO